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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

OTR MEDIA GROUP INC.,

Case No. 11-47385 (ESS)

Debtor.

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**ORDER GRANTING SECOND INTERIM APPLICATION OF
GOETZ FITZPATRICK LLP FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED PURSUANT TO
11 U.S.C. §§330 AND 331 AS DEBTORS' COUNSEL**

UPON the second interim application (the "Application") filed on July 25, 2012 by Goetz Fitzpatrick LLP, as chapter 11 counsel for the debtor and debtor-in-possession, OTR Media Group Inc. (the "Debtor"), seeking interim allowance of compensation for legal services rendered and the reimbursement of expenses pursuant to sections 328, 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure, as supplemented by the Local Bankruptcy Rules; and upon the Objection to Professional Fees filed by the Office of the United States Trustee [ECF No. 243]; and it appearing that proper and adequate notice of the Application has been given to all parties in

interest and creditors and that no other or further notice is necessary; and good and sufficient cause appearing thereof, it is hereby

ORDERED, that Goetz Fitzpatrick LLP is granted an allowance of interim fees in the amount of \$162,514.00, the amount that is 80% of the total fees sought in the Application, and reimbursement of \$8,605.23, the total expenses sought in the Application, covering the period between December 1, 2011 and June 30, 2012; and it is further

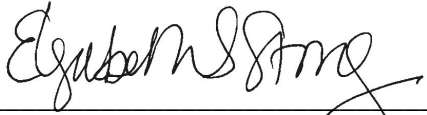
ORDERED, that the Debtor is hereby authorized and directed to pay Goetz Fitzpatrick LLP the total amount of \$162,514.00, the amount that is 80% of the total fees sought in the Application, and reimbursement of \$8,605.23, the total expenses sought in the Application.

No Objection:

/s/ William E. Curtin
United States Trustee

**Dated: Brooklyn, New York
August 31, 2012**




Elizabeth S. Stong
United States Bankruptcy Judge